S.D.B

BUSINESS LICENSE

LICENSE NUMBER 10759

CITY OF SAUSALITO

FINANCE DEPARTMENT - CITY HALL
P.O. BOX 1279
SAUSALITO, CA. 94966
(415) 289-4107

DATE 12/31/93

CLASSIFICATION C

THE PERSON, FIRM, OR CORPORATION BELOW NAMED IS HEREBY GRANTED LICENSE (PURSUANT TO PROVISIONS OF LICENSE ORDINANCES OF THE CITY OF SAUSALITO, CA.) TO ENGAGE IN, CARRY ON, OR CONDUCT THE BUSINESS, TRADE, CALLING, PROFESSION, EXHIBITION OR OCCUPATION DESCIBED BELOW FOR THE PERIOD INDICATED. THIS LICENSE IS ISSUED WITHOUT VERIFICATION THAT THE LICENSEE IS SUBJECT TO OR EXEMPTED FROM LICENSING BY THE STATE.

BUSINESS OR PROFESSION COMPUTERIZED DIGITAL EDITI

PERIOD ENDING 12/94

TED NELSON STUDIOS
3020 BRIDGEWAY
SUITE #295
SAUSALITO CA 94965

I.D. TED0004

LOCATION
POST IN A CONSPICUOUS PLACE - NOT TRANSFERABLE

TAX COLLECTOR

SDB

BUSINESS LICENSE

LICENSE NUMBER 09761

CITY OF SAUSALITO

FINANCE DEPARTMENT - CITY HALL
P.O. BOX 1279
SAUSALITO, CA. 94966
(415) 289-4107

DATE 7/12/93

CLASSIFICATION C

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BUSINESS OR PROFESSION COMPUTERIZED DIGITAL EDITING

PERIOD ENDING 12/31/93

Ted Nelson Studios
3020 Bridgeway, Ste. #295
Sausalito, CA 94965

TED 0004

LOCATION
POST IN A CONSPICUOUS PLACE - NOT TRANSFERABLE

TAX COLLECTOR

SEPTEMBER 14, 1994

INCORPORATED UNDER THE LAWS

OF THE STATE OF CALIFORNIA

NUMBER 1

SHARES 1,000

TED NELSON STUDIOS

AUTHORIZED: 10,000,000 SHARES COMMON STOCK

This Certifies that THEODOR H. NELSON is the registered holder of ONE THOUSAND (1,000) ---------- Shares

TED NELSON STUDIOS

transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

SIGN HERE

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this 15th day of September A. D. 19 94

SIGN HERE

Theodor H. Nelson
THEODOR H. NELSON — SECRETARY

Theodor H. Nelson
THEODOR H. NELSON — PRESIDENT

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ATTORNEYS CORPORATION SERVICE, INC., NORTH HOLLYWOOD, CA.

State of California

March Fong Eu
Secretary of State

P.O. Box 944230
Sacramento, CA 94244-0230
Phone: (916) 445-2020

94-510629

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

NOV 28 1994

TONY MILLER
Acting Secretary of State

STATEMENT BY DOMESTIC STOCK CORPORATION

THIS STATEMENT MUST BE FILED WITH CALIFORNIA SECRETARY OF STATE (SEC. 1502, CORPORATIONS CODE)

A $5 FILING FEE MUST ACCOMPANY THIS STATEMENT.

WHEN COMPLETING FORM, PLEASE USE BLACK TYPEWRITER RIBBON OR BLACK INK

IMPORTANT—Please Read Instructions On Back Of Form

1. Due Date: December 14, 1994

TED NELSON STUDIOS

1912692

DO NOT ALTER PREPRINTED NAME. IF ITEM NO. 1 IS BLANK, PLEASE ENTER CORPORATE NAME

DO NOT WRITE IN THIS SPACE

THE CALIFORNIA CORPORATION NAMED HEREIN, MAKES THE FOLLOWING STATEMENT

2. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE 3020 Bridgeway	ROOM NO. 295	2A. CITY AND STATE Sausalito, CA	2B. ZIP COD 94965
3. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA (IF ANY)	ROOM NO.	3A. CITY CA	3B. ZIP COD
4. MAILING ADDRESS 3020 Bridgeway	ROOM NO. 295	4A. CITY AND STATE Sausalito CA	4B. ZIP COD 94965

THE NAMES OF THE FOLLOWING OFFICERS ARE: (Sec. 312, Corporations Code requires 3 officers.)

5. CHIEF EXECUTIVE OFFICER Theodor H. Nelson	5A. STREET ADDRESS (SEE REVERSE SIDE) 3020 Bridgeway #295	5B. CITY AND STATE Sausalito, CA	5C. ZIP COD 94965
6. SECRETARY Theodor H. Nelson	6A. STREET ADDRESS (SEE REVERSE SIDE) 3020 Bridgeway #295	6B. CITY AND STATE Sausalito, CA	6C. ZIP COD 94965
7. CHIEF FINANCIAL OFFICER Theodor H. Nelson	7A. STREET ADDRESS (SEE REVERSE SIDE) 3020 Bridgeway #295	7B. CITY AND STATE Sausalito CA	7C. ZIP COD 94965

DIRECTORS, INCLUDING DIRECTORS WHO ARE ALSO OFFICERS (Attach supplemental list if necessary)

8. NAME Theodor H Nelson	8A. STREET ADDRESS (SEE REVERSE SIDE) 3020 Bridgeway #295	8B. CITY AND STATE Sausalito, CA	8C. ZIP COD 94965
9. NAME	9A. STREET ADDRESS (SEE REVERSE SIDE)	9B. CITY AND STATE	9C. ZIP COD
10. NAME	10A. STREET ADDRESS (SEE REVERSE SIDE)	10B. CITY AND STATE	10C. ZIP COD

11. THE NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY: 0

DESIGNATED AGENT FOR SERVICE OF PROCESS (Only one agent may be named)

12. NAME
Theodor H. Nelson

13. CALIFORNIA STREET ADDRESS IF AGENT IS AN INDIVIDUAL. (DO NOT USE P.O. BOX) DO NOT INCLUDE ADDRESS IF AGENT IS A CORPORATION.
3020 Bridgeway, Suite #295, Sausalito, CA 94965

DESCRIBE TYPE OF BUSINESS OF THE CORPORATION NAMED IN ITEM 1.

14. TYPE OF BUSINESS
Software Design

15. I DECLARE THAT I HAVE EXAMINED THIS STATEMENT AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, IT IS TRUE, CORRECT AND COMPLETE.

Theodor H. Nelson	Theodor H. Nelson	President	94.10.27
TYPE OR PRINT NAME OF SIGNING OFFICER OR AGENT	SIGNATURE	TITLE	DATE

SO-200 C (REV. 9/90)

bas

81

SECRETARY OF STATE
P.O. BOX 944230, SACRAMENTO, CA 94244-0230

INSTRUCTIONS FOR COMPLETING STATEMENT BY DOMESTIC STOCK CORPORATION

FILING PERIOD: All corporations must file within 90 days after filing articles of incorporation. Thereafter, corporations must file annually by end of the calendar month of the anniversary date of its incorporation, and when the agent for service of process or his/her address is chang CORPORATIONS MUST FULLY COMPLETE ITEMS 1 THROUGH 15.

FILING FEE: All corporations must submit a five dollar ($5.00) filing fee with this statement. (Section 12210, Government Code.) Check money order should be made payable to Secretary of State. Please do not send cash. Your canceled check will be your receipt.

ITEM 1: Do not alter the preprinted corporate name. If corporation name has been changed and is not correct, please attach statem indicating the correct name and the date the name change amendment was filed with the Secretary of State. If space is blank enter e corporate name and number. Do not include your DBA name.

ITEMS 2–2B: The address to be entered is the STREET address of the corporation's principal executive office. Enter room or suite number ZIP code. (DO NOT USE POST OFFICE BOX NUMBER.) Do not abbreviate city name.

ITEMS 3–3B: Complete this item only if the address in Item 2 is outside California. The address to be entered is the STREET address of corporation's principal office in CALIFORNIA, if any. (DO NOT USE POST OFFICE BOX NUMBER.)

ITEMS 4–4B: The address to be entered is the MAILING ADDRESS for the corporation.

ITEMS 5–7C: Enter the names and complete business or residence addresses of the corporation's chief executive officer (i.e. preside secretary, and chief financial officer (i.e. treasurer). The corporation must have these three officers in accordance with section 312, Corporat Code. Any of the offices may be held by the same person unless the articles of incorporation or bylaws provide otherwise. Names of additio officers should not be submitted. DO NOT USE POST OFFICE BOX NUMBERS. (IF THERE IS NOT A NUMBERED STREET ADDRESS, G PHYSICAL LOCATION ADDRESS. (e.g.: NW Corner of Hammer Lane and Road 113.)*

ITEMS 8–10C: Enter the names and complete STREET addresses of the incumbent directors. DO NOT USE POST OFFICE BOX NUMBERS there are more than 3 directors, please attach supplemental lsiting.

ITEM 11: Enter the number of vacancies on the board of directors, if any.

ITEMS 12–13: Section 1502(b), Corporations Code, requires that domestic corporations designate an agent for service of process. An agent service of process is one who may accept papers in case of a lawsuit against the corporation. The agent may be an individual who is an off or director of the corporation, or any other person. The person named as agent must be a resident of California. ONLY ONE INDIVIDUAL M BE NAMED AS AGENT FOR SERVICE OF PROCESS. Or, the agent may be another corporation. However, a corporation named as agent service of process for another corporation must have on file in the Secretary of State's Office a certificate pursuant to section 1505, Corporati Code. This certificate is required ONLY if a corporation is named as agent for service of process for other corporations. A CORPORATI CANNOT BE NAMED AS AGENT FOR SERVICE OF PROCESS FOR ITSELF. (For example, ABC Corporation cannot name ABC Corpora as its agent for service of process.)

If the agent is a person, enter that person's name and complete STREET address. If the agent is another corporation, enter the name corporation only. Do not complete address section. Only one agent for service of process is to be named.

You must have advance approval from the agent that the designated agent has agreed to act as agent for service of process.

ITEM 14: Complete by entering a statement of the general type of business which constitutes the principal business activity of the corpora named in Item 1. Explanation must be brief (Examples: Manufacturer of aircraft, auto parts distributor, retail department store.)

ITEM 15: Type or print name of signing officer or agent. Signature and title of corporate officer or agent is required to complete the fo Enter date the form is signed.

SPECIAL NOTES

* THE STATEMENT WILL NOT BE FILED IF A POST OFFICE BOX ADDRESS APPEARS IN ITEM 2, 3, 5A–7A, 8A–10A, OR 13.

IT IS REQUIRED THAT A CORPORATION FILE A STATEMENT EVEN THOUGH IT MAY NOT BE ACTIVELY ENGAGED IN BUSINESS THE TIME THIS STATEMENT IS DUE.

FAILURE TO FILE THIS COMPLETED FORM BY THE PREPRINTED DUE DATE IN ITEM 1 OR WITHIN 90 DAYS OF INCORPORATION W RESULT IN THE ASSESSMENT OF A $250 PENALTY. (Section 2204, Corporations Code, and Section 25936, Revenue & Taxation Code.)

PLEASE MAKE A COPY OF THE COMPLETED FORM IF YOU WISH A COPY FOR YOUR FILES.